
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): December 15, 2014

**MEDICAL PROPERTIES TRUST, INC.
MPT OPERATING PARTNERSHIP, L.P.**

(Exact Name of Registrant as Specified in Charter)

**Maryland
Delaware**
(State or other jurisdiction
of incorporation or organization)

**001-32559
333-177186**
(Commission
File Number)

**20-0191742
20-0242069**
(I.R.S. Employer
Identification No.)

**1000 Urban Center Drive, Suite 501
Birmingham, AL**
(Address of principal executive offices)

35242
(Zip Code)

Registrant's telephone number, including area code: (205) 969-3755

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 1.01. Entry into a Material Definitive Agreement.**Item 2.01. Completion of Acquisition or Disposition of Assets.**

As previously disclosed, affiliates of Medical Properties Trust, Inc. (the “Company”) and its operating partnership, MPT Operating Partnership, L.P. (the “Operating Partnership”) entered into definitive agreements, dated October 15, 2014, pursuant to which subsidiaries of the Operating Partnership will acquire substantially all the real estate assets of Median Kliniken S.à r.l. (“Median”), a German provider of post-acute and acute rehabilitation services. The real estate portfolio includes 38 rehabilitation hospitals and two acute care hospitals located across 12 states in the Federal Republic of Germany.

On December 15, 2014, following receipt of regulatory approvals from the German antitrust authorities, we and Waterland Private Equity Fund V C.V. (“Waterland V”) closed on the acquisition of Median. In connection with the closing, we funded or agreed to fund approximately €425 million (\$533 million) primarily in the form of interim loans to affiliates of Waterland V and Median. The interim loan agreements provide that the interim loans will bear interest at a rate similar to the initial lease rate under the sale-leaseback transactions described below, will have a weighted average maturity of 11 years and be secured by the equity interests in Remedco Holding B.V., an affiliate of Waterland V. We funded the loans to affiliates of Waterland V and Median by borrowing under our revolving credit facility.

In a series of transactions we expect will be completed during the first quarter of 2015, subsidiaries of our Operating Partnership will acquire substantially all of Median’s real estate assets in sale-leaseback transactions with Median for an aggregate purchase price of approximately €705 million (\$880 million based on current exchange rates), pursuant to one or more sale-leaseback agreements. We will either assume or novate any third party debt attributable to Median’s real estate assets or provide the cash required to repay the third party debt. The purchase price for Median’s real estate assets will be reduced and offset against the interim loans we made to Waterland V and Median and against the amount of any debt that we assume or provide cash to repay. Upon our acquisition of the real estate assets, we will lease them back to Median under a 27 year master lease. The initial GAAP lease rate is 9.3%, with annual escalators at the greater of one percent or 70% of the German consumer price index. Closing of the sale-leaseback transactions is subject to customary real estate, regulatory and other closing conditions, including waiver of any statutory pre-emption rights by local municipalities.

Item 7.01. Regulation FD Disclosure.

On December 16, 2014, the Company issued a press release announcing the closing of the Median acquisition, a copy of which is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information furnished pursuant to this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

In addition, this information shall not be deemed incorporated by reference in any filing of the Company with the Securities and Exchange Commission, except as expressly set forth by specific references in any such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated December 16, 2014

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunder duly authorized.

MEDICAL PROPERTIES TRUST, INC.

By: /s/ R. Steven Hamner

Name: R. Steven Hamner

Title: Executive Vice President and Chief Financial Officer

Date: December 17, 2014

MPT OPERATING PARTNERSHIP, L.P.

By: /s/ R. Steven Hamner

Name: R. Steven Hamner

Title: Executive Vice President and Chief Financial Officer
of the sole member of the general partner of MPT Operating
Partnership, L.P.

Date: December 17, 2014



Medical Properties Trust

Contact: Tim Berryman
Director – Investor Relations
Medical Properties Trust, Inc.
(205) 397-8589
tberryman@medicalpropertytrust.com

MEDICAL PROPERTIES TRUST ANNOUNCES EARLY ANTI-TRUST APPROVAL AND COMPLETION OF MEDIAN KLINIKEN ACQUISITION

\$880 Million Purchase and Leaseback of 40 Hospital Facilities Expected to Close on Expedited Basis

BIRMINGHAM, Ala., December 16, 2014 – Medical Properties Trust, Inc. (the “Company” or “MPT”) (NYSE: MPW) announced that MEDIAN Kliniken Group has received regulatory approvals from the German antitrust authorities to complete its sale to affiliates of Waterland Private Equity and MPT, and has closed the sale as of December 15. The parties initially expected the approval would not be received until some point in the first quarter of 2015.

The prompt antitrust approval and sale is further expected to accelerate MPT’s \$880 million purchase and leaseback of MEDIAN’s 40 hospital facilities by at least several weeks ahead of initial expectations. In addition, MPT now expects to fund, and begin accrual of income on, up to approximately \$500 million of such purchase prices during the remainder of 2014. The purchase and leaseback transactions are subject to customary real estate, regulatory and other closing conditions, including waiver of any statutory pre-emption rights by local municipalities. MPT expects to complete these transactions in the first quarter of 2015.

About Medical Properties Trust, Inc.

Medical Properties Trust, Inc. is a Birmingham, Alabama based self-advised real estate investment trust formed to capitalize on the changing trends in healthcare delivery by acquiring and developing net-leased healthcare facilities. MPT’s lease model allows hospitals and other healthcare facilities to unlock the value of their underlying real estate in order to fund facility improvements, technology upgrades, staff additions and new construction. Facilities include acute care hospitals, inpatient rehabilitation hospitals, long-term acute care hospitals, and other medical and surgical facilities. For more information, please visit the Company’s website at www.medicalpropertytrust.com.

The statements in this press release that are forward looking are based on current expectations and actual results or future events may differ materially. Words such as “expects,” “believes,” “anticipates,” “intends,” “will,” “should” and variations of such words and similar expressions are intended to identify such forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results of the Company or future events to differ materially from those expressed in or underlying such forward-looking statements, including without limitation: the satisfaction of all conditions to, and the timely closing (if at all) of, the Median acquisition and sale-leaseback transactions described herein; the capacity of the Company’s tenants to meet the terms of their agreements; national and international economic, business, real estate and other market conditions; the competitive environment in which the Company operates; the execution of the Company’s business plan; the Company’s ability to maintain its status as a REIT for federal income tax purposes; acquisition and development risks; potential environmental and other liabilities; and other factors affecting the real estate industry generally or healthcare real estate in particular. For further discussion of the factors that could affect outcomes, please refer to the “Risk factors” section of the Company’s Annual Report on Form 10-K for the year ended December 31, 2013, and as updated by the Company’s subsequently filed Quarterly Reports on Form 10-Q and other SEC filings. Except as otherwise required by the federal securities laws, the Company undertakes no obligation to update the information in this press release.

###